



**AMENDED CERTIFICATE OF AUTHORITY
FOREIGN LIMITED LIABILITY COMPANY
APPLICATION**

SECRETARY OF STATE

SFN 51734 (06-2006)

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

ID Number:	
WO Number:	
Filed:	By:

1.A. The application **MUST** be accompanied by **ALL** of the following:

- Filing fee of \$50
- If amending the name, a current Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Organization are filed.

B. The following **MAY** be required:

- Signed Consent of Registered Agent and fee of \$10
- Signed consent to use of name and fee of \$10
- Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-32-140.

2. Type of limited liability company applying for amended certificate of authority: (check one) <input type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional		3. Reason for Amended Certificate of Authority: <input type="checkbox"/> Name changed <input type="checkbox"/> Correction	
4. Name of limited liability company <u>EXACTLY</u> as currently authorized by the North Dakota Secretary of State		5. Federal ID #	
6. Name of limited liability company <u>as amended, EXACTLY</u> as it appears on Certificate of Fact from state or country of origin:			
7. If applicable, provide the trade name and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota. Only provide the trade name in this line if: a) The "new" limited liability company name is not in the form as required of limited liability companies in North Dakota. b) The Secretary of State has notified the limited liability company that its "new" name is the same as or deceptively similar to a name already registered, and the limited liability company is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota. c) The limited liability company does not wish to use or protect its "new" name in North Dakota and chooses to use a name <u>other than its limited liability company name</u> .			
8. Complete address of principal executive office: (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number:			
9. State or country where organized:	10. Date when limited liability company will expire in state or country of origin: (month, day, year)	11. Telephone #:	12. Toll-free telephone #:
13. Name of required registered agent <u>in North Dakota</u> :		14. Federal ID/Social Security # of registered agent:	
15. Address of registered agent <u>in North Dakota</u> (Street/RR, PO Box, City, State, Zip+4) which may not only be a post office box number:			
16. Nature of business or activities the limited liability company conducts or intends to conduct in the State of North Dakota:			
17. MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY			
MANAGERS	Check box if manager also serves as governor	COMPLETE MAILING ADDRESS	
	<input type="checkbox"/>	Street/RR	PO Box City State Zip+4
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
	<input type="checkbox"/>		
Managing Member:	<input type="checkbox"/>		
Managing Member:	<input type="checkbox"/>		
If needed, attach sheet to add names of additional managers or governors.			
18. "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true." Signature:		Date:	
19. Name of person to contact about this report:	E-Mail Address:	Daytime telephone # and extension, if any:	

INSTRUCTIONS FOR AMENDED CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION

A foreign limited liability company holding a Certificate of Authority in the State of North Dakota must promptly apply for an Amended Certificate of Authority:

- a) When the limited liability company changes its name, or
- b) When statements on the application for Certificate of Authority or its last Amended Certificate of Authority are no longer correct, or were not correct at the time of filing.

An Amended Certificate of Authority is not required if only the registered agent or address of the registered agent has changed. The registered agent or address of the registered agent may be changed by filing the Registered Agent Statement of Change. An Amended Certificate of Authority is not required if only the names and addresses of the managers or governors of a limited liability company have changed. Changes to the names and addresses of managers or governors may be recorded on the next Annual Report required to be filed by the limited liability company.

The following numbers correspond to the numbered sections on the front of this form.

1. A. The application for Amended Certificate of Authority MUST be accompanied by the following:
 - Filing fee of \$50. (Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using Visa, Master Card, or Discover.)
 - If amending the name, a current, ORIGINAL Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Organization are filed. A copy or certified copy of articles of amendment is not acceptable. The certificate must have been certified within 90 days of the date of application.
- B. The application for Amended Certificate of Authority may be required to be accompanied by the following:
 - Signed Consent of the Registered Agent and fee of \$10 when the limited liability company is changing the registered agent.
 - Signed consent to use of name and fee of \$10 when the limited liability company is already aware of a conflict with its name as amended.
 - Trade Name Registration and fee of \$25 when the limited liability company assumes a name, other than its name as amended, for use in North Dakota.
2. Indicate whether the application is being submitted for an Amended Certificate of Authority for a foreign business limited liability company or a foreign professional limited liability company.
3. Indicate whether the Amended Certificate of Authority is required as a result of an amendment to the name or amendment of correction of other information disclosed on the application for Certificate of Authority or the last application for Amended Certificate of Authority.
4. Provide the limited liability company name EXACTLY as provided in the Certificate of Authority or last Amended Certificate of Authority issued by the North Dakota Secretary of State.
5. To properly maintain corporate records, the Federal ID number is required.

Privacy: In compliance with N.D.C.C., Section 10-32-153.1, social security or Federal ID numbers are not disclosed to the public. They are used by the Secretary of State to maintain accurate limited liability company files. Therefore, while voluntary disclosure is requested, failure to do so will not result in rejection of the application.
6. Provide the correct limited liability company name as amended in the state or country of organization. Punctuation and abbreviations must be consistent with those in the name on the certificate from the government officer of the state or country where Articles of Organization are filed.
7. Provide the trade name and the Trade Name Registration form with \$25 if the limited liability company cannot use its name because:
 - a) The limited liability company name is not in the form as required of a limited liability company in North Dakota. The name must be in the English language or any other language expressed in English letters or characters. The name must include the words "limited liability company" or the abbreviation "L.L.C." or "LLC". If a foreign limited liability company's name does not contain these words or one of the abbreviations, the limited liability company must elect one to be used in North Dakota. The application must be rejected if an election is not made and the limited liability company name in number 4 is not in compliance with this requirement.
 - b) The name of a foreign professional limited liability company shall contain words or abbreviations required or authorized by the laws of the jurisdiction in which it is organized.

For reference, see N.D.C.C., Sections 10-32-136 or 10-31-05.
 - c) The North Dakota Secretary of State has notified the limited liability company that its name is the same as or deceptively similar to a name already registered and the limited liability company is unable to obtain consent to use of name from the previous filer or a certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota.

North Dakota law provides that a limited liability company name may not be the same as, or deceptively similar to, a name previously registered with the Secretary of State. The name may be used if the limited liability company obtains a court decree or signed consent to use of name that is submitted with a fee of \$10. The applicant must draft the consent to use of name since a form for the consent is not prescribed by the Secretary of State. If consent to use of name cannot be obtained, a trade name (dba) must be elected.
 - d) The limited liability company does not wish to use or protect its name in North Dakota and chooses to use a trade name instead.

TRADE NAMES: A limited liability company may choose to use any trade name (dba) in addition to its limited liability company name in North Dakota. The trade name must be registered with the Secretary of State. However, the trade name should not be provided in number 5, except as described above. Instead, complete and attach the Trade Name Registration and fee of \$25 for each assumed name. Contact the Secretary of State's office for the Trade Name Registration form.
8. Provide a complete address of the executive office of the limited liability company, wherever located. In this section, an address must include a street or rural address, a postal box number if applicable, and the city, state and zip code with 4 digit extension. This address cannot only be a post office box number.
9. Identify the state or country in which the limited liability company is organized.
10. Provide the date (month, day, year) on which the limited liability company will expire in the state or country of origin.
11. The telephone number of the executive office of the limited liability company is required.
12. Provide a toll-free telephone number if the limited liability company has one.

(continued)

INSTRUCTIONS FOR AMENDED CERTIFICATE OF AUTHORITY FOREIGN LIMITED LIABILITY COMPANY APPLICATION (CONTINUED)

13. Provide the name of the registered agent in North Dakota. A foreign limited liability company must continuously maintain a registered agent and the address of that agent in North Dakota. The registered agent may be an individual residing in North Dakota, a domestic corporation, a domestic limited liability company, a foreign corporation, or a foreign limited liability company authorized to transact business in North Dakota. A corporation or limited liability company appointed to serve as registered agent must be registered with the Secretary of State and be in good standing. If a corporation or limited liability company is being named as registered agent, provide the "correct" name of the corporation or limited liability company. A limited liability company cannot serve as its own registered agent.
14. To properly identify registered agents, the Federal ID number or Social Security number of the registered agent is required. (For **Privacy** statement see number 5.)
15. Provide the complete address in North Dakota of the appointed registered agent. (See definition of complete mailing address in number 8.) This address cannot only be a post office box number.
16. Describe the business activities or professional services which the limited liability company intends to conduct in North Dakota.
17. List the names and complete mailing addresses of the managers and governors. A foreign professional limited liability company must list all members and managers who will practice the profession in North Dakota. If the space provided is not adequate, attach a list of additional managers and governors.
Any organizations listed as managing members must be separately registered with the Secretary of State.
18. The application must be dated and signed by a person authorized by the limited liability company.
19. List the name, email address, and daytime telephone number of a contact person, if this office has any questions or needs additional information to file this application.

ASSISTANCE: If assistance is required to complete the application, call 701-328-2904.

EXPEDITING PROCESS: Be sure to complete number 19. If documents are being submitted by someone other than the company, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

FAX FILING: Documents and Credit Card Payment Authorization may be faxed to 701-328-2992. A faxed filing does not expedite the process of the application in the office of the Secretary of State.

EMAIL: Email is not a secure utility for the transmission of private information or credit card authorizations. **DO NOT EMAIL YOUR DOCUMENT TO THE SECRETARY OF STATE.**

MAILING INSTRUCTIONS: Send documents and filing fees to:

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-4284 Toll Free: 800-352-0867 (8-4284) Fax: 701-328-2992 Home Page: www.nd.gov/sos



CREDIT CARD PAYMENT AUTHORIZATION
SECRETARY OF STATE
SFN 51478 (06-03)

(All items required to complete transaction)

Name:				
Address:		City:	State:	Zip Code:
<input type="checkbox"/> VISA <input type="checkbox"/> Master Card <input type="checkbox"/> Discover			Signature: (Required by credit card companies)	
Account Number:		V #	Card Expires: Month Year	
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